

GRUPO FINANCIERO BANORTE, S.A.B. DE C.V.

SUMMARY OF RESOLUTIONS APPROVED BY THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF GRUPO FINANCIERO BANORTE, S.A.B. DE C.V., HELD ON APRIL 26th, 2013.

Represented Shares: 2,104,092,694 Series "O" shares of a total of 2,326,357,782 representing 90.45% of the total subscribed and paid shares of the Company's capital.

FIRST: It was approved to modify Article Second of the Corporate By-laws of the Company, in order to be worded as follows:

"ARTICLE SECOND:- EQUITY SHAREHOLDINGS. Under the terms of Article 15 of the Law to Regulate Financial Groups, the Company participates in the capital of the following financial institutions:

1. Banco Mercantil del Norte, S.A., Institución de Banca Múltiple, Grupo Financiero Banorte.
2. Arrendadora y Factor Banorte, S.A. de C.V., Sociedad Financiera de Objeto Múltiple, Entidad Regulada, Grupo Financiero Banorte.
3. Almacenadora Banorte, S.A. de C.V., Organización Auxiliar del Crédito, Grupo Financiero Banorte.
4. Pensiones Banorte Generali, S.A. de C.V., Grupo Financiero Banorte.
5. Seguros Banorte Generali, S.A. de C.V., Grupo Financiero Banorte.
6. Casa de Bolsa Banorte Ixe, S.A. de C.V., Grupo Financiero Banorte.
7. Operadora de Fondos Banorte Ixe, S.A. de C.V., Sociedad Operadora de Sociedades de Inversión, Grupo Financiero Banorte.
8. Sólida Administradora de Portafolios, S.A. de C.V., Sociedad Financiera de Objeto Múltiple, Entidad Regulada, Grupo Financiero Banorte.

The Company may participate, upon authorization from the Ministry of Finance and Public Credit in the capital of other financial institutions or companies that provide complementary or auxiliary services to one or more of the group's financial institutions, as well as other companies authorized by the Ministry of Finance and Public Credit through general dispositions."

SECOND.- The text was approved and it was authorized to subscribe the new Agreement of Shared Responsibilities including all of Grupo Financiero Banorte, S.A.B. de C.V.'s entities.

THIRD.- This statutory reform will be conditional upon obtaining approval from the Ministry of Finance and Public Credit (SHCP).

FOURTH.- Delegates were appointed to carry out all the necessary steps to execute and formalize the resolutions taken in this meeting.

FIFTH.- The minutes of this meeting were approved.

SIXTH.- The meeting's minutes and all documents related to the development of the assembly were filed.

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The resolutions were passed by majority vote, as shown in the following table:

Management Proposals	Vote	No. of Shares	Percentage of the shares represented in the Shareholders' Meeting	Percentage of total shareholders' equity
I.- Approval of changes to Article Second of the Corporate By-Laws of the Company, in order to (i) exclude Ixe Banco, S.A., Institución de Banca Múltiple, Grupo Financiero Banorte and Fincasa Hipotecaria, S.A. de C.V., Sociedad Financiera de Objeto Múltiple, Entidad Regulada, Grupo Financiero Banorte as integrated entities of Grupo Financiero Banorte, S.A.B. de C.V., due to their merger with Banco Mercantil del Norte, S.A., Institución de Banca Múltiple, Grupo Financiero Banorte, and ii) modify the legal denomination of Ixe Soluciones, S.A. de C.V., Sociedad Financiera de Objeto Múltiple, Entidad Regulada, Grupo Financiero Banorte, to Sólida Administradora de Portafolios, S.A. de C.V., Sociedad Financiera de Objeto Múltiple, Entidad Regulada, Grupo Financiero Banorte, and of Ixe Fondos, S.A. de C.V., Sociedad Operadora de Sociedades de Inversión, Grupo Financiero Banorte, to Operadora de Fondos Banorte Ixe, S.A. de C.V., Sociedad Operadora de Sociedades de Inversión, Grupo Financiero Banorte, and as a result, authorization to subscribe a new Agreement of Shared Responsibilities.	In Favor	1,682,185,444	79.9%	72.3%
	Abstain & Against	421,907,250	20.1%	18.1%
II.- Designation of delegate(s) to formalize and execute the resolutions passed by the Assembly	In Favor	1,682,185,444	79.9%	72.3%
	Abstain & Against	421,907,250	20.1%	18.1%
III.- Drafting, reading and approval of the Assembly's minutes.	In Favor	1,682,194,444	79.9%	72.3%
	Abstain & Against	421,898,250	20.1%	18.1%

SUMMARY OF RESOLUTIONS APPROVED BY THE ANNUAL GENERAL SHAREHOLDERS' MEETING OF GRUPO FINANCIERO BANORTE, S.A.B. DE C.V., HELD ON APRIL 26th, 2013.

Represented Shares: 2,104,092,694 Series "O" shares of a total of 2,326,357,782 representing 90.45% of the total subscribed and paid shares of the Company's capital.

FIRST.- The Chief Executive Officer's Annual Report was approved with a prior opinion provided by the Board of Directors. The report was prepared according to Article 44, Section XI of the "Ley del Mercado de Valores" (Securities Market Law), which contains among other things, the balance sheet, the income statement, the statement of changes in the stockholders' equity and the Company's cash flow statement as of December 31st, 2012.

SECOND.- The Board of Directors' Annual Report was approved, in which the main policies and accounting information and criteria are declared and explained, followed by the financial information as of December 31st, 2012, in accordance with Article 172, paragraph b) of the General Law of Business Corporations.

THIRD.- The Annual Report regarding operations and activities in which the Board of Directors was involved, was approved.

FOURTH.- The Annual Report regarding the activities of the Audit and Corporate Practices' Committee was approved.

FIFTH.- The operations carried out by the Company during the year ended December 31st, 2012 were approved and the acts carried out by the Board of Directors, the Chief Executive Officer and the Audit and Corporate Practices' Committee during the same period, were ratified.

SIXTH.- It was approved to apply the total amount provided by the Company's financial statements of Ps. \$9,237'836,097.45 into the account "Retained Earnings from prior Years", which represents the net income for 2012. Given that the Company has totally constituted the "Legal Reserve" as established in the Article 44 of the Corporate By-Laws, it is not necessary to distribute any amount to this heading.

SEVENTH.- It was approved that the Board of Directors will be integrated by 15 Proprietary members and if the case, by their respective Alternates, appointing the following persons and their duties for the year 2013, qualifying the corresponding members' independence since they do not fall within the restrictions outlined in the Securities Market Law. Also the Patrimonial and Related members were identified under the terms outlined by the Best Corporate Practices' Code. The following Members were designated:

- i. Guillermo Ortiz Martinez was appointed as Chairman of the Board and Related Member of the Board of Directors.
- ii. Graciela González Moreno was appointed as Patrimonial Member of the Board of Directors.
- iii. Jose G. Garza Montemayor was appointed as Patrimonial Member of the Board of Directors
- iv. Manuel Saba Ades was appointed as Independent Member of the Board of Directors.
- v. Alfredo Elías Ayub was appointed as Independent Member of the Board of Directors.
- vi. Herminio Blanco Mendoza was appointed as Independent Member of the Board of Directors.
- vii. Eduardo Livas Cantu was appointed as Independent Member of the Board of Directors.
- viii. Patricia Armendariz Guerra was appointed as Independent Member of the Board of Directors.

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- ix. Armando Garza Sada was appointed as Independent Member of the Board of Directors.
- x. Hector Reyes Retana y Dahl was appointed as Independent Member of the Board of Directors.
- xi. Juan Carlos Braniff Hierro was appointed as Independent Member of the Board of Directors.
- xii. Miguel Alemán Magnani was appointed as Independent Member of the Board of Directors.
- xiii. Alejandro Burillo Azcárraga was appointed as Independent Member of the Board of Directors.
- xiv. Juan González Moreno was appointed as Patrimonial Member of the Board of Directors.
- xv. Alejandro Valenzuela del Río was appointed as Related Member of the Board of Directors.
- xvi. Jesus O. Garza Martinez was appointed as Related Alternate Member of the Board of Directors.
- xvii. Alejandro Hank González Moreno was appointed as Patrimonial Alternate Member of the Board of Directors.
- xviii. David Villarreal Montemayor was appointed as Patrimonial Alternate Member of the Board of Directors.
- xix. Alberto Saba Ades was appointed as Independent Alternate Member of the Board of Directors.
- xx. Isaac Becker Kabacnik was appointed as Independent Alternate Member of the Board of Directors.
- xxi. Manuel Aznar Nicolín was appointed as Independent Alternate Member of the Board of Directors.
- xxii. Adrián Sada Cueva was appointed as Independent Alternate Member of the Board of Directors.
- xxiii. Everardo Elizondo Almaguer was appointed as Independent Alternate Member of the Board of Directors.
- xxiv. Ramon A. Leal Chapa was appointed as Independent Alternate Member of the Board of Directors.
- xxv. Julio Cesar Mendez Rubio was appointed as Independent Alternate Member of the Board of Directors.
- xxvi. Guillermo Mascareñas Milmo was appointed as Independent Alternate Member of the Board of Directors.
- xxvii. Lorenzo Lazo Margain Cantu was appointed as Independent Alternate Member of the Board of Directors.
- xxviii. Alejandro Orvañanos Alatorre was appointed as Independent Alternate Member of the Board of Directors.
- xxix. Enrique Castillo Sánchez Mejorada was appointed as Related Alternate Member of the Board of Directors.
- xxx. Jose Marcos Ramirez Miguel was appointed as Related Alternate Member of the Board of Directors.

EIGHTH.- In accordance with Article Forty of the Corporate By-Laws, Board Members are exempt from the responsibility of providing a bond or monetary guarantee for backing their performance when carrying out their duties.

NINTH.- Hector Avila Flores was appointed as Secretary to the Board of Directors, who will not be part of the Board.

TENTH.- It was determined to pay Proprietary and Alternate Board Members, as compensation for each attended meeting, a net amount of taxes equivalent to two gold coins with a nominal value of Fifty Pesos

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(commonly referred to as “centenarios”), priced according to the corresponding market quote on the date of each session.

ELEVENTH.- The following people were appointed as members of the Committee that will have the functions of the Audit and Corporate Practices, including its Chairman:

Don Héctor Reyes Retana y Dahl - Chairman

Don Herminio Blanco Mendoza

Don Manuel Aznar Nicolin

Doña Patricia Armendáriz Guerra

Don Julio César Méndez Rubio

TWELFTH.- The following people were appointed as members of the Risk Policies Committee, including its Chairman:

Don Eduardo Livas Cantú - Chairman

Don Juan Carlos Braniff Hierro

Don Héctor Reyes Retana y Dahl

Don Alfredo Elías Ayub

Don Everardo Elizondo Almaguer

Don Manuel Aznar Nicolin

Don Alejandro Valenzuela del Río

Don Manuel Romo Villafuerte

Don Fernando Solís Soberón

Don Gerardo Zamora Nañez

Don Marcos Ramírez Miguel

Don David Aarón Margolín Schabes – Secretary

THIRTEENTH.- The Board of Directors’ Report regarding the purchase and sale of proprietary shares carried out within the terms of the Treasury’s Policy for the Acquisition and Sale of Shares during 2012, was approved.

FOURTEENTH.- It was approved to allocate the amount of Ps. \$2,912’000,000.00, equivalent to 1.5% of the Financial Groups’ market capitalization at yearend 2012, charged against equity, to purchase Company’s shares during 2013, subject to the Treasury’s Policy for Acquisition and Sale of Shares.

FIFTEENTH.- It was approved to create a Sixth Regional Board located in Leon, Gto., which will comprise the states of Guanajuato, Aguascalientes, San Luis Potosi, Queretaro and Zacatecas.

SIXTEENTH.- It was approved to modify the integration and duties of the Regional Boards, in the terms presented to the Assembly.

SEVENTEENTH.- It was approved to certify the by-laws of Grupo Financiero Banorte S.A.B. de C.V.

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EIGHTEENTH.- Delegates were appointed to carry out all the necessary steps to execute and to formalize the resolutions taken in this Meeting.

NINETEENTH.- The minutes of this Meeting were approved.

The resolutions were passed by majority vote, as shown in the following table:

Management Proposals	Vote	No. of Shares	Percentage of the shares represented in the Shareholders' Meeting	Percentage of total shareholders' equity
I. Approval of the reports referred in section IV, Article 28 of the Securities Market Law, corresponding to the year ended December 31st, 2012.	In Favor	1,300,353,613	61.8%	55.9%
	Abstain & Against	803,739,081	38.2%	34.5%
II. Distribution of profits.	In Favor	1,478,186,316	70.3%	63.5%
	Abstain & Against	625,906,378	29.7%	26.9%
III. Appointment of the members of the Company's Board of Directors and qualify their independence.	In Favor	1,464,798,488	69.6%	63.0%
	Abstain & Against	639,294,206	30.4%	27.5%
IV. Determine the compensation for the members of the Company's Board of Directors.	In Favor	1,483,498,825	70.5%	63.8%
	Abstain & Against	620,593,869	29.5%	26.7%
V. Designation of the members of the Audit and Corporate Practices Committee.	In Favor	1,483,498,825	70.5%	63.8%
	Abstain & Against	620,593,869	29.5%	26.7%
VI. Designation of the members of the Audit and Corporate Practices Committee.	In Favor	1,478,182,607	70.3%	63.5%
	Abstain & Against	625,910,087	29.7%	26.9%
VII. Board of Directors' Report regarding shares repurchase transactions carried out during 2012 and determination of the maximum	In Favor	1,483,498,825	70.5%	63.8%
	Abstain &	620,593,869	29.5%	26.7%

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Management Proposals	Vote	No. of Shares	Percentage of the shares represented in the Shareholders' Meeting	Percentage of total shareholders' equity
amount of financial resources that will be applied for share repurchases during 2013.	Against			
	In Favor	1,483,165,025	70.5%	63.8%
VIII. Approval to modify the integration and duties of the Regional Boards..	Abstain & Against	620,927,669	29.5%	26.7%
	In Favor	1,483,498,825	70.5%	63.8%
IX. Approval to certify the Company's By-Laws.	Abstain & Against	620,593,869	29.5%	26.7%
	In Favor	1,483,165,025	70.5%	63.8%
X. Designation of delegate(s) to formalize and execute the resolutions passed by the Assembly.	Abstain & Against	620,927,669	29.5%	26.7%
	In Favor	1,478,872,725	70.3%	63.6%
XI. Drafting, reading and approval of the Assembly's minutes.	Abstain & Against	625,219,969	29.7%	26.9%